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MERGER OF  
SEA-PAK CORPORATION  
INTO  
W. R. GRACE & CO.  
MARCH 2, 1967

C L O S I N G

M E M O R A N D U M

(This Memorandum records the action taken and the documents delivered in connection with the merger of Sea-Pak Corporation into W.R. Grace & Co., which merger became effective on March 2, 1967. The "Closing" referred to in this Memorandum refers to the action taken and documents delivered on the date on which the merger became effective).

September 2, 1966, certified by Sea-Pak's Secretary pursuant to Section 8 (c) of the Agreement.

- 4.02 Certified schedule of subsidiaries, pursuant to Section 8 (d) of the Agreement.
- 4.03 Certified schedule of names and Directors and Officers of Sea-Pak and its subsidiaries, pursuant to Section 8 (e) of the Agreement.
- 4.04 Certified schedule of liabilities not disclosed in Consolidated Balance Sheet of Sea-Pak, pursuant to Section 8 (g) of the Agreement.
- 4.05 Certified schedule of increases in salaries, wages, etc. pursuant to Section 8 (h) (iv) of the Agreement.
- 4.06 Certified schedule of changes in accounting methods, pursuant to Section 8 (h) (v) of the Agreement.
- 4.07 Certified schedule of debts, obligations and liabilities incurred not in the ordinary course of business, pursuant to Section 8 (h) (vi) of the Agreement.
- 4.08 Certified schedule of tax matters, pursuant to Section 8 (i) of the Agreement.
- 4.09 Certified schedule of real property owned, with description of buildings and improvements and encumbrances on properties, pursuant to Section 8 (j) (i) of the Agreement.
- 4.10 Certified schedule of real property leased, pursuant to Section 8 (j) (ii) of the Agreement.
- 4.11 Certified schedule of liens, encumbrances, etc. on personal property, pursuant to the last paragraph of Section 8 (j) of the Agreement.